



REF:INABB:STATUT:LODR:REGU 30

May 25, 2021

BSE Limited  
P.J. Towers  
Dalal Street  
Mumbai 400 001  
**(Attn: DCS – CRD)**

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (E)  
Mumbai 400 051

Attn: Listing Dept.

Dear Sirs,

Sub: Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)  
Ref: BSE - 500002/NSE - ABB

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Please find attached the copy of the Postal Ballot Notice which is being sent to the Members of the Company through electronic means for the e-mail id's registered with the Company, for seeking their approval for the following proposal:

Item No.	Description of the Resolution
1.	Ordinary Resolution for appointment of Ms Gopika Pant as Non-executive Independent Director.

Copies of Postal Ballot Notice is also made available on the website of the Company [www.abb.co.in](http://www.abb.co.in) and website of the Registrar <https://evoting.kfintech.com>.

We request you to take the above information on record.

For ABB India Limited

T K Sridhar  
Chief Financial Officer

Encl: as above



## ABB India Limited

CIN: L32202KA1949PLC032923

Regd. Office: Plot No. 5 & 6, 2nd Stage, Peenya Industrial Area IV,

Peenya, Bengaluru - 560 058, Karnataka

Ph: 080-22949150 to 22949153 Fax No: 080-22949148

E-mail: investor.helpdesk@in.abb.com, Website: www.abb.co.in

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# Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("the MCA") for holding general meetings / conducting postal ballot through e-voting vide General Circular Nos. 14/ 2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 (**MCA Circulars**), in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the ongoing COVID – 19 pandemic issued by the Ministry of Corporate Affairs, Government of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, that the resolution appended below is proposed for the approval of the Members of ABB India Limited ("the Company") to be passed as an Ordinary Resolution by way of Postal Ballot through electronic voting ("Postal Ballot").

### SPECIAL BUSINESS:

**Item No. 1:** Appointment of Ms. Gopika Pant (DIN: 00388675) as an Independent Director of the Company to hold office for a term of three (3) consecutive years with effect from April 27, 2021 up to April 26, 2024.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT**, pursuant to Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV of the said Act, and pursuant to Regulation 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Articles 137 and 144 of Articles of Association of the Company, Ms. Gopika Pant, (DIN: 00388675), who was based on the recommendation of the Nomination and Remuneration Committee of the Board, appointed as an Additional Director (Category – Independent) of the Company on April 27, 2021 by the Board, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, signifying his intention to propose her as a candidate for the office of Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of 3 consecutive years effective from April 27, 2021, she fulfilling the criteria for independence in terms of Section 149 (6) of the Act and being eligible for such appointment, Ms. Gopika Pant not being liable to retire by rotation during the aforesaid term of her appointment as Independent Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Key Managerial Personnel of the Company, for the time being is hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable to give effect to the aforesaid resolution."

### Notes:

1. The Statement pursuant to Sections 102, 108, 110 and all other applicable provisions, if any, of the Act read with rules made thereunder, various MCA Circulars as mentioned above, setting out the material facts concerning the resolution and the reasons thereof is annexed hereto for your consideration.

2. Members may take note that considering the ongoing COVID-19 pandemic and relaxation granted by the Statutory Authorities, the Companies are permitted to conduct the Postal Ballot by sending the Notice in electronic form only. Hence the Company has not dispatched the Postal Ballot notice, Postal Ballot form / self-addressed envelope etc., by post or courier. Further as per relaxation granted, the communication of the Assent or dissent of the Members on the resolution as set out in Postal Ballot Notice would only be taken through the remote e-voting.
3. The Postal Ballot Notice and the e-voting instructions along with the User ID and Password are being sent only by email to those Members who have registered their email address with their Depository Participant(s) (“DPs”) or with KFin Technologies Private Limited, the Registrars and Share Transfer Agent of the Company (“KFIN”) and whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited, (collectively the “Depositories”) as on Friday May 21, 2021 (“Cut-off Date”). The Postal Ballot Notice has been uploaded on the websites of the Company ([www.abb.co.in](http://www.abb.co.in)), KFIN (<https://evoting.kfintech.com/public/Downloads.aspx>), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)), in compliance with the Relevant Circulars.
4. Members who have not registered their e-mail addresses are requested to register/update the same with KFIN, in case of shares are held in Physical form and with DP(s), in case shares are held in electronic form, for sending future communication(s) in electronic form.
5. Members can also temporarily update their email address and mobile number with KFIN, by following the procedure given below:
  - (i) Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
  - (ii) Select the Company name: “ABB India Limited”
  - (iii) Enter DPID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number (“PAN”).
  - (iv) In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
  - (v) Enter the email address and mobile number.
  - (vi) System will check the authenticity of the DPID Client ID/Physical Folio No. and PAN/Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.
  - (vii) Enter the OTPs received by SMS and Email to complete the validation process. (Please note that the OTPs will be valid for 5 minutes only).
  - (viii) In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
  - (ix) System will confirm the email address for the limited purpose of serving the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password.

Alternatively, Members may send an email request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the scanned copy of their request letter duly signed by the 1st member, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFIN to temporarily register their email address and mobile number so as to enable to issue the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password, through electronic mode. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

In case of any queries, in this regard, Members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or contact KFIN at toll free number: 1- 800-309-4001.

The detailed procedures for voting through “electronic means” are given below.

## 6. Remote e-voting:

- (i) In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the MCA Circulars, the Company has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the physical Postal Ballot Form, in respect of the resolution as set out in this Postal Ballot Notice
- (ii) The Company has availed the services of KFIN, as the authorised agency for providing e-voting facility.

- (iii) The Company has appointed Mr S Kannan, (Membership No. FCS 6261 / CP No. PCS 13016), Practicing Company Secretary, Bengaluru and in his absence, Mr B L Vinay, Practicing Company Secretary, Bengaluru, (Membership No. A26638 and CP No. PCS 10760) as the Scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner.
- (iv) Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders as on Cut-off Date. A person who is not a shareholder as on Cut-off Date, should treat this notice for information purpose only.
- (v) Members holding shares either in physical form or dematerialized form, as on the Cut-Off Date i.e. Friday, May 21, 2021, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with KFin Technologies Private Limited, Registrar and Share Transfer Agents of the Company (KFIN) or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in the Postal Ballot Notice only through the remote e-voting.
- (vi) Members holding shares as on the cut-off date including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with KFIN or the DPs, as aforesaid can cast their votes electronically, in respect of the resolution as set out in the Postal Ballot Notice only through the remote e-voting.
- (vii) Any Member, who has not received the User ID and Password, may obtain the same in the following manner:
  - a) If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD e-voting Event Number + Folio No. or DPID Client ID to 9212993399. For example:
    - NSDL: MYEPWDIN12345612345678
    - CDSL: MYEPWD1402345612345678
    - Physical: MYEPWD1234567890
  - b) If email address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a new password.
  - c) Members may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).

(viii) **Instructions for Remote E-voting are as under:**

- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- (ii) Enter the login credentials (i.e. user ID and password). In case of physical folio, user ID will be EVEN number 5915 followed by folio number. In case of Demata account, user ID will be your DPID and Client ID. However, if you are already registered with KFIN for remote e-voting, you can use your existing user ID and password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change menu wherein you are required to mandatorily change your password.
 

The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, E-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVENT" i.e., ABB India Limited.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and

partially “AGAINST” but the total number in “FOR / AGAINST” taken together shall not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- (viii) Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- (xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., to attend the AGM through VC/OAVM on its behalf together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at E-mail cs.skannan@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format “ABB India Limited – 1 – Postal Ballot 2021.”
- (xiii) The remote e-voting facility shall be available during the following period:

Commencement from 9.00 a.m. IST on Thursday, May 27, 2021  
End at 5.00 p.m. IST on Friday, June 25, 2021.

The e-voting shall be disabled by KFIN at 5.00 p.m. IST on Friday, June 25, 2021.

7. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members. The Resolution, if passed by the requisite majority, shall be deemed to passed on Friday, June 25, 2021 i.e., the last date specified for the remote e-voting.
8. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by him in writing after completion of scrutiny of the postal ballots (including e-voting). The results of the postal ballot (including e-voting) will be announced on or before **5.00 p.m. IST on Sunday, June 27, 2021** and communicated to BSE Limited (“**BSE**”), National Stock Exchange of India Limited (“**NSE**”) (together the “**Stock Exchanges**”), National Securities Depository Limited & Central Depository Services (India) Limited, Depositories and will be uploaded on the website of the Company i.e. website [www.abb.co.in](http://www.abb.co.in) and website of KFIN: <https://evoting.kfintech.com/public/Downloads.aspx>. The said Results will also be displayed at the Registered Office of the Company.
9. All the material documents referred to in the Statement setting out Material Facts will be available for inspection electronically, during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting.

10. Members requiring any clarifications on voting by Postal Ballot including e-voting may contact Ms. C Shobha Anand, Deputy General Manager, KFin Technologies Private Limited on toll-free number 1- 800-309-4001 or by email at shobha.anand@kfintech.com or evoting@kfintech.com.

By Order of the Board  
For ABB India Limited

Sd/-  
Sanjeev Sharma  
Managing Director  
DIN: 07362344

Date: May 12, 2021

Place: Bengaluru

Registered Office:

Plot No. 5 & 6, 2nd Stage,

Peenya Industrial Area IV, Peenya,

Bengaluru - 560 058, Karnataka

CIN: L32202KA1949PLC032923

Ph: 080-22949150 to 22949153 Fax No: 080-22949148

E-mail: [investor.helpdesk@in.abb.com](mailto:investor.helpdesk@in.abb.com), Website: [www.abb.co.in](http://www.abb.co.in)

**Statement setting out Material Facts under Section 102 of the Companies Act, 2013 to the accompanying Notice dated May 12, 2021.**

**Item No.1**

Ms. Gopika Pant (DIN: 00388675), was co-opted as a Non-Executive Independent Director of your Company with effect from April 27, 2021. The details of her profile are furnished under Particulars of Directors annexed to the notice. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Regulation 16(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Gopika Pant, being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for a term of three (3) consecutive years effective April 27, 2021 as mentioned in the Resolution. In the opinion of the Board, Ms. Gopika Pant fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and applicable provisions of Listing Regulations, for her appointment as Independent Director of the Company and her independent of the management. Copy of the letter of appointment of Independent Director setting out the terms and conditions would be available for virtual inspection without any fee by the members on the website of the Company.

The Nomination and Remuneration Committee of the Board of Directors has recommended the appointment of Ms. Gopika Pant as an Independent Director of the Company. The Board considers that Ms. Gopika Pant association would be of immense benefit to the Company and it is desirable to avail her services as Independent Director of the Company.

Ms. Gopika Pant is not disqualified from being appointed as Directors in terms of Section 164 of the Act, and have given her consent to act as Director. The Company has received notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company. The Company has received consent and declaration in writing from Ms. Gopika Pant that she is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013. She also confirmed that she is not debarred from holding the office of the Director by virtue of any orders of SEBI or any other authority, in line with circulars dated June 20, 2018, issued by the Stock Exchanges. The consent and approval of the Shareholders is sought for her appointment in accordance with Section 150 and all other applicable provisions of the Act.

Ms. Gopika Pant is interested in the resolution at Item No.1 of the accompanying Notice since it relates to her appointment as the Independent Director of the Company. No other Director or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution at Item No.1 of the accompanying Notice.

Relevant details of the Directorship of Ms. Gopika Pant are provided in the Annexure. She does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

By Order of the Board  
For ABB India Limited

Sd/-  
Sanjeev Sharma  
Managing Director  
DIN: 07362344

Date: May 12, 2021  
Place: Bengaluru

Registered Office:  
Plot No. 5 & 6, 2nd Stage,  
Peenya Industrial Area IV, Peenya,  
Bengaluru - 560 058, Karnataka  
CIN: L32202KA1949PLC032923  
Ph: 080-22949150 to 22949153 Fax No: 080-22949148  
E-mail: [investor.helpdesk@in.abb.com](mailto:investor.helpdesk@in.abb.com), Website: [www.abb.co.in](http://www.abb.co.in)

**ANNEXURE TO POSTAL BALLOT NOTICE****DETAILS OF DIRECTOR SEEKING APPOINTMENT. DETAILS ARE PROVIDED PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 AND APPLICABLE SECRETARIAL STANDARDS.**

Name of the Director.	Gopika Pant	
DIN.	00388675	
Date of Birth / Age.	14.08.1960 / 60 years	
Date of Appointment on the Board.	April 27, 2021	
Qualification.	BA Hons from St Stephens College LL.B. from Delhi University LL.M. from Columbia University Diploma in Environmental Law	
Brief profile and nature of their expertise in specific functional areas.	<p>She has more than thirty-five years of legal experience and has significant experience in Indian corporate and commercial laws, including cross border commercial transactions (mergers, acquisitions, joint ventures, business alliances), private equity investments and exits, information technology, banking and finance, matters relating to nonbanking finance companies, corporate restructurings, real property transactions, foreign investments into and outbound investments from India and intellectual property law.</p> <p>She was a Partner in India's leading law firm prior to setting up Indian Law Partners (ILP) in the year 1999.</p> <p>She was also honoured with the 'A' List of India's top 100 lawyers by the India Business Law Journal, published in Asia from out of Hong Kong for the years 2016, 2017, 2018, 2019 and 2020.</p>	
Current remuneration (last drawn remuneration).	Eligible for sitting fees for attending the Board and its Committee meetings and Commission.	
Details of remuneration sought to be paid.	Not Applicable.	
Shareholding in the Company.	Nil	
Key terms and conditions of appointment.	She is a Non-Executive Independent Director of the Company. She is required to comply with the applicable provisions of the Companies Act, 2013 (including Schedule IV thereto), SEBI Listing Regulations and other applicable laws.	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	She is not related to any Directors and other Key Managerial Personnel of the Company.	
Number of meetings of the Board attended during the year	1 (One) on April 27, 2021.	
Directorships, Memberships / Chairmanships of committees of other Boards.	Directorship	Committee Membership/ Chairmanship
	Public Limited Companies:	Audit Committee - Member
	i) Colgate Palmolive India Limited	
	ii) Asset Reconstruction Company (India) Limited	Audit Committee - Member

As per amended Regulation 36 of the Listing Regulations, details of Chairmanship / Membership of Audit Committee and Stakeholders' Relationship Committee are provided. Directorships in foreign companies, membership in governing councils, chambers and other bodies, Partnership in firms etc., are not provided.



**KEY INFORMATION:**

“Cut-Off Date” to reckon voting rights	Friday May 21, 2021
E Voting commencement date /time	At 9.00 a.m. (IST) on Thursday, May 27, 2021
E Voting end date /time	At 5.00 p.m. (IST) on Friday, June 25, 2021.
Web link for remote e-voting	<a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>
Web link for temporary registration of email ids	<a href="https://ris.kfintech.com/clientservices/postalballot/">https://ris.kfintech.com/clientservices/postalballot/</a>
Date of announcement of voting result	On or before 5.00 p.m. (IST) on Sunday, June 27, 2021
Registrars and Share Transfer Agent	<p>KFin Technologies Pvt. Ltd.  Selenium Tower B, Plot 31 &amp; 32,  Financial District,  Nanakramguda, Serilingampally Mandal,  Hyderabad - 500 032, Telangana</p> <p>Email id - <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>  Website: <a href="https://www.kfintech.com">https://www.kfintech.com</a> and / or  <a href="https://ris.kfintech.com/">https://ris.kfintech.com/</a>  Toll free number - 1- 800-309-4001</p>